

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
Tuesday Morning Corporation, <i>et al.</i> , <sup>1</sup>	§	Case No. 20-31476-HDH-11
	§	
Debtors.	§	Jointly Administered

**SECOND STIPULATION AND NOTICE REGARDING AMENDMENT OF THE FINAL  
ABL DIP ORDER TO EXTEND THE PLAN/APA MILESTONE DATE**

Pursuant to paragraphs 88 and 89 of the *Final Order (I) Authorizing Debtors to (A) Use Cash Collateral on a Limited Basis and (B) Obtain Postpetition Financing on a Secured, Superpriority Basis, (II) Granting Adequate Protection, and (III) Granting Related Relief* (the “Final ABL DIP Order”)<sup>2</sup> [Docket No. 331], the Debtors and the ABL DIP Agent<sup>3</sup> (collectively, the “Parties”) hereby stipulate and agree by this agreement (the “Agreement”) to extend the Plan/APA Milestone Date (defined below).

1. On June 26, 2020, the Court entered the Final ABL DIP Order. Paragraph 88 of the Final ABL DIP Order sets forth various milestones (the “Milestones”) the Debtors shall achieve in the Bankruptcy Cases. Pursuant to paragraphs 88 and 89 of the Final ABL DIP Order, the various Milestones may be extended from time to time with the written consent of the ABL DIP Agent. *See* Final ABL DIP Order ¶¶ 88–89. The Debtors are working diligently and expeditiously toward

<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Tuesday Morning Corporation (8532) (“TM Corp.”); TMI Holdings, Inc. (6658) (“TMI Holdings”); Tuesday Morning, Inc. (2994) (“TMI”); Friday Morning, LLC (3440) (“FM LLC”); Days of the Week, Inc. (4231) (“DOTW”); Nights of the Week, Inc. (7141) (“NOTW”); and Tuesday Morning Partners, Ltd. (4232) (“TMP”). The location of the Debtors’ service address is 6250 LBJ Freeway, Dallas, TX 75240.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Final DIP Order.

<sup>3</sup> “ABL DIP Agent” means JPMorgan Chase Bank, N.A. in its capacity as administrative agent, sole lead arranger, and sole bookrunner as set forth in that certain Senior Secured Super Priority Debtor-in-Possession Credit Agreement between the Debtors, JPMorgan Chase Bank, N.A., Wells Fargo Bank, N.A. and Bank of American, N.A. dated as of May 29, 2020.

achieving the Milestones; however, the Parties have agreed to an extension of the Plan/APA Milestone Date in order to ensure the Debtors are maximizing the value of the estate and the ABL DIP Agent's collateral.

2. Pursuant to the *Stipulation and Notice Regarding Amendment of the Final ABL DIP Order to Extend the Plan/APA Milestone Date* [Docket No. 706] filed on August 28, 2020, the Debtors are required to file with the Court either (a) a chapter 11 plan (the "Plan"), corresponding disclosure statement (the "Disclosure Statement") and motion seeking approval of same or (b) a motion to approve a sale of substantially all assets (the "Sale") by September 9, 2020 (the "Plan/APA Milestone Date"). Final ABL DIP Order, at ¶ 88; *see also* Docket No. 706.

3. Pursuant to the authority granted to the Parties to modify the Milestones in paragraphs 88–89 of the Final ABL DIP Order, the Parties have agreed that it is necessary to amend the Final ABL DIP Order and ABL DIP Credit Agreement to extend the Plan/APA Milestone Date as follows:

4. The Plan/APA Milestone Date is hereby extended by eight (8) days, which will require the filing of a Plan or Sale motion by **September 17, 2020** (113 days after the Petition Date).

5. The Parties have provided advance notice of this Agreement to the official committee of unsecured creditors (the "Creditors' Committee") and the DIP Term Agent<sup>4</sup> as required by the Final Term DIP Order.<sup>5</sup> As permitted under the Final ABL DIP Order, this

<sup>4</sup> "DIP Term Agent" means Franchise Group, Inc., in its capacities as administrative agent and collateral agent under the DIP Real Estate Facility Credit Agreement dated as of July 10, 2020.

<sup>5</sup> "Final DIP Term Order" means this Court's *Final Order (I) Authorizing Debtors to Obtain Postpetition Term Financing on a Secured, Superpriority Basis and (II) Granting Related Relief* dated as of July 9, 2020 [Docket No. 429]. Pursuant to the Final DIP Term Order, the Debtors and DIP ABL Agent are required to provide "prompt" notice to the DIP Term Agent of the DIP Term Agent's approval of an extension of the case Milestones. *See Final DIP Term Order*, Ex. 1, at 5, 55 § 5.04(k).

Agreement is effective immediately without any further action. Notice of this Agreement will be provided to: (i) the Office of the United States Trustee; (ii) the Creditors' Committee, (iii) the Debtors' secured creditors; (iv) any party whose interests are directly affected by this specific pleading; (v) those persons who have formally appeared and requested notice and service in these proceedings pursuant to Bankruptcy Rules 2002 and 3017; (vi) the list of the 20 largest unsecured creditors of each of the Debtors; and (vii) all governmental agencies having a regulatory or statutory interest in these cases (collectively, the "Notice Parties"). Based on the urgency of the circumstances surrounding this Agreement, the Parties respectfully submit that no further notice is required.

*[Remainder of page intentionally left blank]*

**Dated: September 8, 2020**

***Agreed as to Form and Content:***

/s/ Ian T. Peck

Ian T. Peck  
State Bar No. 24013306  
Jarom J. Yates  
State Bar No. 24071134  
Jordan E. Chavez  
State Bar No. 24109883  
**HAYNES AND BOONE, LLP**  
2323 Victory Avenue, Suite 700  
Dallas, TX 75219  
Telephone: 214.651.5000  
Facsimile: 214.651.5940  
Email: ian.peck@haynesboone.com  
Email: jarom.yates@haynesboone.com  
Email: jordan.chavez@haynesboone.com

**ATTORNEYS FOR DEBTORS**

/s/ William L. Wallander

William L. Wallander  
State Bar No. 20780750  
Bradley R. Foxman  
State Bar No. 24065243  
**VINSON & ELKINS, LLP**  
2001 Ross Avenue, Suite 3900  
Dallas, TX 75201  
Telephone: (214) 220.7905  
Email: bwallander@velaw.com  
  
**ATTORNEYS FOR JPMORGAN CHASE  
BANK, N.A.**